## WEIL. GOTSHAL & MANGES LLP



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WRITER'S DIRECT LINE

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October 27, 2005

ROVIDENCE SHANGHAL SILICON VALLEY SINGAPORE WARSAW

AUSTIN

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NOTZUOH LONDON MIAMI MUNICH NEW YORK

Securities and Exchange Commission Office of International Corporate Finance Division of Corporation Finance, Stop 3-2 100 F Street, N.E. Washington, D.C. 20549

Re: Greencore Group plc

FINANCIAL Commission File Number 82-4908

30010131

Dear Sir:

On behalf of Greencore Group plc, a company organized under the laws of the Republic of Ireland (File No. 82-4908), we are enclosing herewith documents containing information required to be furnished to the Securities and Exchange Commission pursuant to Rule 12g3-2(b) of the Securities Exchange Act of 1934, as amended. The Commission file number of Greencore Group plc has been indicated in the upper right hand corner of each unbound page and the first page of each bound document enclosed herewith.

Please acknowledge receipt of this letter and the accompanying documents by endorsing the enclosed copy of this letter and returning it to our waiting messenger.

Very truly yours,

Gregory A. Bailey

Keyer 6 Bails

Managing Clerk

(mmssion file No: 82-4908

### GREENCORE GROUP PLC

CONTACT: MS. C.M. BERGIN

TELEPHONE: +353 1 605 1004

FAX: +353 1 605 1104

### PRELIMINARY RESULTS

GREENCORE CONFIRMED TODAY THAT THE PRELIMINARY RESULTS IN RESPECT OF THE YEAR ENDED 30th SEPTEMBER, 2005 WILL BE ANNOUNCED ON TUESDAY 22<sup>nd</sup> NOVEMBER, 2005.

C.M. Bergin Group Company Secretary

Greencore Group plc, St. Stephen's Green House, Earlsfort Terrace, Dublin 2.

12<sup>th</sup> October, 2005.

Commission File No 12-4908

### GREENCORE GROUP PLC

CONTACT: MS. C.M. BERGIN

TELEPHONE: +353 1 605 1004

FAX: +353 1 605 1104

### NOTIFICATION OF INTEREST IN GREENCORE SHARES

GREENCORE GROUP PLC ("GREENCORE") HAS YESTERDAY RECEIVED A NOTIFICATION FROM BRANDES INVESTMENT PARTNERS L.P. ("BRANDES"), A U.S. REGISTERED INVESTMENT ADVISOR, DATED 26<sup>th</sup> September, 2005, THAT BRANDES HAS A NOTIFIABLE INTEREST IN 3,815,140 (1.95%) ORDINARY SHARES IN THE ISSUED ORDINARY SHARE CAPITAL OF GREENCORE. THE SHARES ARE HELD ON BEHALF OF A RANGE OF CLIENTS OF BRANDES.

C. M. Bergin Group Company Secretary

Greencore Group plc, St. Stephen's Green House, Earlsfort Terrace, Dublin 2.

27<sup>th</sup> September, 2005.

# Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons

· · · ·			
3	Name of the Issuer  Greencore Group ple  Name of person discharging managerial	2	State whether the notification relates to:  (i) a transaction notified in accordance with Market Abuse Rules; (ii) a disclosure made in accordance with section 53 (as extended by section 64 of the Companies Act 1990) or entered into the issuer's register in accordance with section 59 of the Companies Act 1990; or (iii) both (i) and (ii).  (iii)  State whether notification realties to a person
	responsibilities/director  Caroline Bergin		connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person  Holding of Company Secretary named at 3
5	Indicate whether the notification is in respect	6	Description of shares (including class) debentures or
-'	of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest	o .	derivatives or financial instruments relating to shares
	Holding of shareholder named at 3		Euro .63 Ordinary shares
7	Name or registered shareholder(s) and, if more than one, number of shares held by each of them	8	State the nature of the transaction
	Caroline Bergin		SCRIP Dividend Scheme
9	Number of shares, debentures or financial instruments relating to shares acquired  86 Ordinary Shares	10	Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)  .0000004%
11	Number of shares, debentures or financial	12	Percentage of issued class disposed (treasury shares of
	instruments relating to shares disposed	12	that class should not be taken into account when calculating percentage)
	N/A	<u>l_</u>	N/A
13	Price per share or value of transaction	14	Date and place of transaction
	€3.42		4 <sup>th</sup> October, 2005
15	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)	16	Date issuer informed of transaction  4th October, 2005
	7,344 .0000375%		

If a person discharging managerial responsibilities has been granted options by the issuer, complete the following boxes:

17	Date of grant N/A	18	Period during which or date on which it can be exercised N/A
19	Total amount paid (if any) for grant of the option	20	Description of shares or debentures involved (class and number)
	N/A		N/A
21	Exercise price (if fixed at time of grant) or indication that the price is to be fixed at the time of exercise	22	Total number of shares or debentures over which options are held following notification
	N/A		N/A
2.3	Any additional information	24	Name of contact and telephone number for queries
	N/A		Caroline Bergin 00 353 1 605 1004

Name and signature of authorised officer of issuer responsible for making notification

Caroline Bergin, Group Company Secretary

Date of notification 4th October, 2005

Notes:

This form is intended for use by an issuer to make a RIS notification required by [the Market Abuse Rules' and] section 53 (as extended by section 64 of the Companies Act 1990) or entered into the issuer's register in accordance with section 59 of the Companies Act 1990.

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
  - (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete the boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please note that the requirement to make a notification under the Market Abuse Rules does not apply until 1 October 2005. Schedule 11 may be subject to amendment prior to 1 October 2005 to bring it in line with the Financial Regulator's 'Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons' under the Market Abuse Disclosure Rules.

# Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons

-	Name of the Issuer  Greencore Group ple  Name of person discharging managerial responsibilities/director	2	State whether the notification relates to:  (i) a transaction notified in accordance with Market Abuse Rules; (ii) a disclosure made in accordance with section 53 (as extended by section 64 of the Companies Act 1990) or entered into the issuer's register in accordance with section 59 of the Companies Act 1990; or (iii) both (i) and (ii).  (iii)  State whether notification realties to a person connected with a person discharging managerial
	Anthony Hynes		responsibilities/director named in 3 and identify the connected person  Holding of director named at 3 & Mrs. Sylvie Hynes
.5	Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest	6	Description of shares (including class) debentures or derivatives or financial instruments relating to shares
	Holding of shareholder named at 3 and Mrs. Sylvie Hynes		Euro .63 Ordinary shares
7	Name or registered shareholder(s) and, if more than one, number of shares held by each of them	8	State the nature of the transaction
	Anthony and Sylvie Hynes jointly		SCRIP Dividend Scheme
i)	Number of shares, debentures or financial instruments relating to shares acquired	10	Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)
	223 Ordinary Shares		.0000011%
	Number of shares, debentures or financial instruments relating to shares disposed	12	Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)
	N/A		N/A
13	Price per share or value of transaction	14	Date and place of transaction
	€3.42		4" October, 2005
15	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)	16	Date issuer informed of transaction  4 <sup>th</sup> October, 2005
	19,118 .0000978%	<u></u>	

If a person discharging managerial responsibilities has been granted options by the issuer, complete the following boxes:

17	Date of grant N/A	18	Period during which or date on which it can be exercised N/A
19	Total amount paid (if any) for grant of the option	20	Description of shares or debentures involved (class and number)
	N/A		N/A
21	Exercise price (if fixed at time of grant) or indication that the price is to be fixed at the time of exercise	22	Total number of shares or debentures over which options are held following notification
	N/A		N/A
23	Any additional information	24	Name of contact and telephone number for queries
	N/A		Caroline Bergin 00 353 1 605 1004

Name and signature of authorised officer of issuer responsible for making notification

Caroline Bergin, Group Company Secretary

Date of notification 4th October, 2005

Notes: This form is intended for use by an issuer to make a RIS notification required by [the Market Abuse Rules] and] section 53 (as extended by section 64 of the Companies Act 1990) or entered into the issuer's register in accordance with section 59 of the Companies Act 1990.

- (5) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (6) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
  - (7) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24
- (8) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete the boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please note that the requirement to make a notification under the Market Abuse Rules does not apply until 1 October 2005. Schedule 11 may be subject to amendment prior to 1 October 2005 to bring it in line with the Financial Regulator's 'Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons' under the Market Abuse Disclosure Rules.

# Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons

3	Name of the Issuer  Greencore Group ple  Name of person discharging manageria)	2	State whether the notification relates to:  (i) a transaction notified in accordance with Murket Abuse Rules; (ii) a disclosure made in accordance with section 53 (as extended by section 64 of the Companies Act 1990) or entered into the issuer's register in accordance with section 59 of the Companies Act 1990; or (iii) both (i) and (ii).  (iii)  State whether notification realties to a person
-	responsibilities/director  Edmond Sullivan		connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person  Holding of Director named at 3
5	Indicate whether the notification is in respect	6	Description of shares (including class) debentures or
	of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest	J	derivatives or financial instruments relating to shares
	Holding of shareholder named at 3		Euro .63 Ordinary shares
7	Name or registered shareholder(s) and, if more than one, number of shares held by each of them	8	State the nature of the transaction
	Edmond Sullivan		SCRIP Dividend Scheme
9	Number of shares, debentures or financial instruments relating to shares acquired	10	Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)
	249 Ordinary Shares		.0000012%
11	Number of shares, debenures or financial instruments relating to shares disposed	12	Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)
[]	N/A	1	N/A
1.3	N/A Price per share or value of transaction	14	Date and place of transaction
	€3.42		4 <sup>th</sup> October, 2005
15	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)	16	Date issuer informed of transaction  4 <sup>th</sup> October, 2005
	21,340 .0001091%	<u></u>	

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If a person discharging managerial responsibilities has been granted options by the issuer, complete the following boxes:

17	Date of grant	18	Period during which or date on which it can be exercised N/A
19	Total amount paid (if any) for grant of the option	20	Description of shares or debentures involved (class and number)
	N/A	1	N/A
21	Exercise price (if fixed at time of grant) or indication that the price is to be fixed at the time of exercise	22	Total number of shares or debentures over which options are held following notification
	N/A		N/A
23	Any additional information	24	Name of contact and telephone number for queries
	N/A		Caroline Bergin 00 353 1 605 1004

Name and signature of authorised officer of issuer responsible for making notification

Caroline Bergin, Group Company Secretary

Date of notification 4th October, 2005

Notes:

This form is intended for use by an issuer to make a RIS notification required by [the Market Abuse Rules] and] section 53 (as extended by section 64 of the Companies Act 1990) or entered into the issuer's register in accordance with section 59 of the Companies Act 1990.

- (9) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (10) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
  - (11) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24
- (12) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete the boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

<sup>&</sup>lt;sup>1</sup> Please note that the requirement to make a notification under the Market Abuse Rules does not apply until 1 October 2005. Schedule 11 may be subject to amendment prior to 1 October 2005 to bring it in line with the Financial Regulator's 'Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons' under the Market Abuse Disclosure Rules.

# Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons

I	Name of the Issuer	2	State whether the notification relates to:
			(i) a transaction notified in accordance with Murket
			Abuse Rules: (ii) a disclosure made in accordance with section 53 (as extended by section 64 of the
			Companies Act 1990) or entered into the issuer's
			register in accordance with section 59 of the
			Companies Act 1990; or (iii) both (i) and (ii).
	Greencore Group plc		(iii)
3	Name of person discharging managerial	4	State whether notification realties to a person
	responsibilities/director		connected with a person discharging managerial responsibilities/director named in 3 and identify the
1 1			connected person
			contracted person
	Sean FitzPatrick		Holding of Director named at 3
5	Indicate whether the notification is in respect	6	Description of shares (including class) debentures or
1	of a holding of the person referred to in 3 or	1 1	derivatives or financial instruments relating to shares
	4 ahove or in respect of a non-beneficial interest		
	interest		
	Holding of shareholder named at 3		Euro .63 Ordinary shares
7	Name or registered shareholder(s) and, if	8	State the nature of the transaction
	more than one, number of shares held by	'	
	each of them		
	Sean FitzPatrick		SCRIP Dividend Scheme
9	Number of shares, debentures or financial	10	Percentage of issued class acquired (treasury shares of
	instruments relating to shares acquired		that class should not be taken into account when
			calculating percentage)
	258 Ordinary Shares		.0000013%
	Number of shares, debentures or financial	12	Percentage of issued class disposed (treasury shares of
	instruments relating to shares disposed		that class should not be taken into account when
			calculating percentage)
	N/A		N/A
13	Price per share or value of transaction	14	Date and place of transaction
	£7.40		411 Oatob == 2005
	€3.42		4 <sup>th</sup> October, 2005
15	Total holding following notification and total	16	Date issuer informed of transaction
	percentage holding following notification		4th October, 2005
) )	(any treasury shares should not be taken into account when calculating percentage)		4 October, 2005
	account when calculating percentage)		
1	22,056 .00011 <b>2</b> 8%		·

If a person discharging managerial responsibilities has been granted options by the issuer, complete the following boxes:

17	Date of grant N/A	18	Period during which or date on which it can be exercised N/A
19	Total amount paid (if any) for grant of the option  N/A	20	Description of shares or debentures involved (class and number)
			N/A
21	Exercise price (if fixed at time of grant) or indication that the price is to be fixed at the time of exercise	22	Total number of shares or debentures over which options are held following notification
	N/A		N/A
2.3	Any additional information	24	Name of contact and telephone number for queries
	N/A		Caroline Bergin 00 353 1 605 1004

Name and signature of authorised officer of issuer responsible for making notification

Caroline Bergin, Group Company Secretary

Date of notification 4th October, 2005

Notes:

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- (14) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
  - (15) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24
- (16) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete the boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

<sup>&</sup>lt;sup>1</sup> Please note that the requirement to make a notification under the Market Abuse Rules does not apply until 1 October 2005. Schedule 11 may be subject to amendment prior to 1 October 2005 to bring it in line with the Financial Regulator's 'Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons' under the Market Abuse Disclosure Rules.

Commission File No. 80149

### **GREENCORE GROUP PLC**

CONTACT:

PATRICK COVENEY, CHIEF FINANCIAL OFFICER

TEL: +353 (0)1 6051003 FAX: +353 (0)1 6051103

TEL: +353 (0)1 2605000

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## GREENCORE REBALANCES CONVENIENCE FOOD PORTFOLIO

BILLY MURPHY/JOE CARMODY, DRURY COMMUNICATIONS

Greencore Group plc ("Greencore") today (Wednesday, 5 October 2005) announces a number of development initiatives undertaken during the last two months. These comprise the acquisition of a UK premium sandwich business, the disposal of the Group's underperforming UK pizza business and the disposal of a non-core meat products business.

### 1. ACQUISITION OF OLDFIELDS LIMITED

Greencore has extended its number one market position in the growing UK sandwich category through the acquisition of Oldfields Limited ("Oldfields") for a consideration of €17.3 million. Oldfields is the leading producer of premium sandwiches and paninis in the UK coffee bar sector, with annual output in excess of 25 million sandwiches. The business operates from a newly built state-of-the-art facility in East London and has significant available capacity to support both the expected growth in the Oldfields business and substantial growth in Greencore's existing business. The gross assets of the business acquired were €5.4 million.

This acquisition is consistent with Greencore's strategy of:

- Extending its leadership positions in concentrated and growing chilled convenience food categories.
- Complementing its strong positions with multiple food retailers by increasing its presence in 'alternative channels'.
- Increasing its value to consumers and customers by delivering more 'crafted' premium offerings.

#### 2. DISPOSAL OF GREENCORE PIZZA

The Group has sold its UK pizza business to Pizza Canadian Limited (a newly formed company established by members of the existing management team) for a nominal consideration. Greencore Pizza was involved in the manufacture of both topped pizza and pizza crusts, primarily for the retail multiple market.

Notwithstanding the operational improvement over the past 12 months, this business, as flagged in the Greencore 2004 Annual Report, has consistently failed to deliver the performance or returns that the Group demands. Consequently, the Group has decided to exit this sector of the UK convenience food market and to focus its resources on other categories where the Group has attractive market positions. The gross assets of Greencore Pizza as at 30 September 2004 were €36.0 million. An exceptional charge of approximately €40 million (net of tax) relating primarily to a write-down of asset values will be reflected in the September 2005 financial statements.

### 3. DISPOSAL OF FELDHUES

The Group has also sold a small non-core food business, Feldhues GmbH ("Feldhues"), to O.N. Nederland B.V., a Netherlands based private investment group for a consideration of €10 million. Feldhues produces a range of deli-style meat products and has operations in Metelen, Germany, and in Monaghan, Ireland. The gross assets of Feldhues as at 30 September 2004 were €7.6 million.

Greencore Group Chief Executive David Dilger said:

"These developments represent important steps in the evolution of the Group's Convenience Food portfolio. We are especially excited about Oldfields, which will accelerate our move to the premium end of the market and increase our presence in 'alternative channels'. Indeed, this move represents something of a watershed for Greencore, it being our first acquisition since Hazlewood in early 2001.

"Our decision to exit the UK pizza business, while not made lightly, reflects the determination of the Group to maintain rigorous financial discipline. Taken together, these developments clearly signal our commitment to rebalance the UK portfolio towards categories where we can sustain strong leadership positions, satisfy growing consumer needs and deliver attractive returns on capital."

**ENDS** 

CAROLINE BERGIN GROUP COMPANY SECRETARY ST STEPHEN'S GREEN HOUSE EARLSFORT TERRACE DUBLIN 2

**5 OCTOBER 2005**